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YONDER AND BEYOND GROUP LIMITED

ACN 149 278 759

NOTICE OF ANNUAL GENERAL MEETING

TIME: 27 November 2015
DATE: 1:00pm (WST)
PLACE: Suite 12, Level 1
11 Ventnor Avenue
WEST PERTH WA 6005

A copy of the Yonder and Beyond Group Limited 2015 Annual Report can be found at:
yonderbeyond.com

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 6141 3500.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the annual general meeting of the Shareholders to which this Notice of Annual General Meeting relates will be held at 1:00pm (WST) on 27 November 2015 at Suite 12, Level 1, 11 Ventnor Avenue, West Perth WA 6005.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the annual general meeting are those who are registered Shareholders at 1:00pm WST) on 25 November 2015.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of Yonder and Beyond Group Limited; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Yonder and Beyond Group Limited members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

DEFINED TERMS

Capitalised terms in this Notice of Annual General Meeting and Explanatory Statement are defined either in the “Glossary” Section or where the relevant term is first used.

ASIC AND ASX

A final copy of this Notice of Annual General Meeting and Explanatory Statement has been lodged with ASX. ASX nor any of its respective officers takes any responsibility for the contents of this document.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Reports and Accounts

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and Auditor's Report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2015.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (iii) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (iv) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JAY STEPHENSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 11.3 of the Constitution, ASX Listing Rule 14.4, and for all other purposes, Mr Jay Stephenson, a director of the Company, retires and, being eligible is elected as a Director of the Company.”

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR JOHN BELL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“ That, for the purpose of clause 11.11 of the Constitution, ASX Listing Rule 14.4, and for all purposes, Mr John Bell, a Director of the Company who was appointed casually on 20 February 2015, retires and, being eligible, is re-elected as a Director.”

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO CONSULTANTS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,785,000 Options to various consultants (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO ALTO CAPITAL PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,000,000 Options to Alto Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Section 327B of the Corporations Act and for all other purposes, Bentleys Audit & Corporate (WA) Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company, on the terms and conditions set out in the Explanatory Statement.”

Dated: 20 October 2015

By Order of the Board
Jay Stephenson
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting the vote cast against the remuneration report considered at the annual general meeting were less than 25%. Accordingly, the Split Resolution is not relevant for this Annual General Meeting.

1.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you ***must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You ***do not*** need to direct your proxy how to vote on this Resolution, and you ***do not*** need to mark any further acknowledgement on the Proxy Form.

2. RESOLUTION 2 AND 3 – RE-ELECTION OF DIRECTORS – MR JAY STEPHENSON AND MR JOHN BELL

Clause 11.3 of the Constitution requires that at the Annual General Meeting in every year one-third of the Directors for the time being, or, if their numbers is not 3 nor a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director) must retire from office.

Directors must retire from office at the Annual General Meeting in the following circumstances;

- (a) One third of Directors; or
- (b) The nearest one-third of Directors if a Director's number is not 3 nor a multiple of 3; and
- (c) Any other director not in such one-third who has held office for 3 years or more (except the Managing Director).

Any Director who retires under clause 11.3 of the Constitution is eligible for re-election.

Mr Jay Stephenson retires in accordance with clause 11.3 of the Constitution and seeks re-election.

Clause 11.10 of the Constitution states that a Director may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 11.11 of the Constitution states that any Director appointed under Clause 11.10 holds office until the next annual general meeting of the Company and is then eligible for election.

Mr John Bell retires in accordance with clause 11.11 of the Constitution and seeks election.

The Board unanimously supports the re-election of Mr Stephenson and Mr Bell.

Bio of Jay Stephenson

Mr Stephenson holds a Master of Business Administration, is a Fellow Certified Practicing Accountant, a Chartered Professional Accountant (Canada), a Fellow of the Governance Institute of Australia and is a Member of the Australian Institute of Company Directors.

Mr Stephenson has been involved in business development for over 25 years including approximately 21 years as Director, Chief Financial Officer and Company Secretary for various listed and unlisted entities in resources, manufacturing, wine, hotels and property. He has been involved in business acquisitions, mergers, initial public offerings, capital raisings, business restructuring as well managing all areas of finance for companies.

Mr Stephenson is currently a non-executive Chairman of Yonder and Beyond Group Limited and non-executive Director of Drake Resources Limited, Doray Minerals Limited, Strategic Minerals Corporation NL, and Nickelore Limited as well as Company Secretary for a number of ASX-listed resource and industrial companies.

Bio of John Bell

Mr Bell is a Chartered Accountant and business professional with international business and financial management expertise and a record of creating value and managing business. Mr Bell's experience ranges from corporate advisory, as director of Barringtons Corporate, to executive management, where as CFO of Saffron Digital (ranked in the Deloitte Fast 50 in 2010 as one of Europe's fastest growing technology companies), he was part of the management team responsible for the transformation and growth from small start up to multinational, and for managing the sale to HTC, one of the world's leading mobile handset manufacturers, in 2011.

Mr Bell combines technical and commercial understanding with experience in operations, financial management, corporate transition and capital raising. He has negotiated contracts with major handset manufacturers and digital content licenses with all major film studios.

3. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF UNLISTED OPTIONS

3.1 General

On or about the 25 June 2015, the Company issued 1,785,000 Unlisted Options to various consultants in consideration for incentives at the end of the successful capital raising for the Company listing on the ASX. Each Unlisted Option is exercisable at 25 cents on or before 19 February 2018.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Unlisted Options (Option Ratification).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Option Ratification:

- 1,785,000 Unlisted Options were issued;
- the Unlisted Options were issued for nil consideration in full satisfaction of the capital raising for the successful listing of the Company the ASX;
- the Unlisted Options issued were not related parties to the Company;
- the Unlisted Options were issued on the terms and conditions set out in Schedule 1;
- the Unlisted Options were issued to the following:

NAME	NO. OF OPTIONS
Celtic Capital Pty Ltd <Celtic Capital No 2 A/C>	225,000
Mr Nicholas James Johnston	500,000
Mr Andrew Leung Wing Cheung	100,000
Mr Naveen Satiam Khugpath	25,000
ACNS Capital Markets Pty Ltd <ACNS Unit A/C>	142,500
MC Management Group Pty Ltd <The MC Master A/C>	500,000
Mr Kenneth Ghata	10,000
Mr Hans Leijten	25,000
Colbern Fiduciary Nominees Pty Ltd	257,500

who are not related parties of the Company; and

- no funds were raised from this issue as the Unlisted Options were issued in consideration for incentives at the end of the successful capital raising.

4. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF UNLISTED OPTIONS

4.1 General

On or about the 24 September 2015, the Company issued 3,000,000 Unlisted Options to Alto Capital Pty Ltd in consideration for marketing services provided to the Company. The Unlisted Options issued are detailed below:

NUMBER	EXERCISE PRICE	EXPIRY DATE
500,000	30 cents	31 December 2017
500,000	35 cents	31 December 2018
1,000,000	40 cents	31 December 2018
1,000,000	60 cents	31 December 2018

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Unlisted Options (Option Ratification).

A summary of ASX Listing Rule 7.1 is set out in Section 4 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Unlisted Option Ratification:

- 3,000,000 Unlisted Options were issued;
- the Unlisted Options were issued for \$300 consideration in full satisfaction corporate and commercial advisory services provided by Alto Capital Pty Ltd, who is not a related party to the Company;
- the Unlisted Options were issued on the terms and conditions set out in Schedules 2, 3, 4 and 5;
- the Unlisted Options were issued to ACNS Capital Markets Pty Ltd, who is not a related party of the Company; and
- no funds were raised from this issue as the Unlisted Options were issued in consideration for corporate promotion and marketing services provided by Alto Capital Pty Ltd.

5.

RESOLUTION 6 – APPOINTMENT OF AUDITOR

The Company's current auditor, Stantons, have resigned as auditor of the Company.

The Directors have considered this matter and now recommend that Bentleys Audit & Corporate (WA) Pty Ltd (Bentleys) be appointed as auditor to the Company and that Shareholders consider this resolution. The Company acknowledges that Bentleys has in writing consented to being appointed as the Company's auditor.

In accordance with the Corporations Act, Mr Jay Stephenson, a Shareholder, and Director, has nominated Bentleys to be appointed auditor. A copy of that nomination is attached to the Notice of Annual General Meeting (Schedule 6).

6.

ENQUIRIES

Shareholders are requested to contact Mr Jay Stephenson on + 61 8 6141 3500 if they have any queries in respect of the matters set out in these documents.

SCHEDULE 1

TERMS & CONDITIONS OF UNLISTED OPTIONS

1. The Unlisted Options held by the Unlisted Option-holders are exercisable in whole or in part during the period commencing on and from the date of issue and expiring 5.00pm (AWST) on 19 February 2018 ("Exercise Period"). Unlisted Options not exercised before the expiry of the Exercise Period will lapse.
2. Unlisted Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price of \$0.25 per Unlisted Option in cleared funds. All Shares issued on exercise of the Unlisted Options will rank equally in all respects with the Company's then existing Shares other than any escrow imposed by ASX.
3. Unlisted Options are transferable after the expiry of 12 months from the date of issue subject to any longer escrow period that ASX may impose.
4. The Company will not apply for official quotation on the ASX of the Unlisted Options; however application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of Unlisted Options not later than ten (10) business days after the date of issue.
5. Holders of Unlisted Options and may only participate in new issues of securities as Shareholders if an Unlisted Option has been exercised and a Share has been issued in respect of the Unlisted Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Unlisted Option as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.
6. There will be no change to the exercise price of an Unlisted Option or the number of Shares over which an Unlisted Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see below).
7. If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. If, prior to the expiry of any Unlisted Option, there is a reorganisation of the issued capital of the Company, the Unlisted Options shall be reorganised in the manner set out in the Listing Rules.

SCHEDULE 2

TERMS & CONDITIONS OF UNLISTED OPTIONS

1. The Unlisted Options held by the Unlisted Option-holders are exercisable in whole or in part during the period commencing on and from the date of issue and expiring 5.00pm (AWST) on 31 December 2017 ("Exercise Period"). Unlisted Options not exercised before the expiry of the Exercise Period will lapse.
2. Unlisted Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price of \$0.30 per Unlisted Option in cleared funds. All Shares issued on exercise of the Unlisted Options will rank equally in all respects with the Company's then existing Shares other than any escrow imposed by ASX.
3. Unlisted Options are transferable after the expiry of 12 months from the date of issue subject to any longer escrow period that ASX may impose.
4. The Company will not apply for official quotation on the ASX of the Unlisted Options; however application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of Unlisted Options not later than ten (10) business days after the date of issue.
5. Holders of Unlisted Options and may only participate in new issues of securities as Shareholders if an Unlisted Option has been exercised and a Share has been issued in respect of the Unlisted Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Unlisted Option as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.
6. There will be no change to the exercise price of an Unlisted Option or the number of Shares over which an Unlisted Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see below).
7. If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. If, prior to the expiry of any Unlisted Option, there is a reorganisation of the issued capital of the Company, the Unlisted Options shall be reorganised in the manner set out in the Listing Rules.

SCHEDULE 3

TERMS & CONDITIONS OF UNLISTED OPTIONS

1. The Unlisted Options held by the Unlisted Option-holders are exercisable in whole or in part during the period commencing on and from the date of issue and expiring 5.00pm (AWST) on 31 December 2018 ("Exercise Period"). Unlisted Options not exercised before the expiry of the Exercise Period will lapse.
2. Unlisted Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price of \$0.35 per Unlisted Option in cleared funds. All Shares issued on exercise of the Unlisted Options will rank equally in all respects with the Company's then existing Shares other than any escrow imposed by ASX.
3. Unlisted Options are transferable after the expiry of 12 months from the date of issue subject to any longer escrow period that ASX may impose.
4. The Company will not apply for official quotation on the ASX of the Unlisted Options; however application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of Unlisted Options not later than ten (10) business days after the date of issue.
5. Holders of Unlisted Options and may only participate in new issues of securities as Shareholders if an Unlisted Option has been exercised and a Share has been issued in respect of the Unlisted Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Unlisted Option as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.
6. There will be no change to the exercise price of an Unlisted Option or the number of Shares over which an Unlisted Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see below).
7. If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. If, prior to the expiry of any Unlisted Option, there is a reorganisation of the issued capital of the Company, the Unlisted Options shall be reorganised in the manner set out in the Listing Rules.

SCHEDULE 4

TERMS & CONDITIONS OF UNLISTED OPTIONS

1. The Unlisted Options held by the Unlisted Option-holders are exercisable in whole or in part during the period commencing on and from the date of issue and expiring 5.00pm (AWST) on 31 December 2018 ("Exercise Period"). Unlisted Options not exercised before the expiry of the Exercise Period will lapse.
2. Unlisted Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price of \$0.40 per Unlisted Option in cleared funds. All Shares issued on exercise of the Unlisted Options will rank equally in all respects with the Company's then existing Shares other than any escrow imposed by ASX.
3. Unlisted Options are transferable after the expiry of 12 months from the date of issue subject to any longer escrow period that ASX may impose.
4. The Company will not apply for official quotation on the ASX of the Unlisted Options; however application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of Unlisted Options not later than ten (10) business days after the date of issue.
5. Holders of Unlisted Options and may only participate in new issues of securities as Shareholders if an Unlisted Option has been exercised and a Share has been issued in respect of the Unlisted Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Unlisted Option as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.
6. There will be no change to the exercise price of an Unlisted Option or the number of Shares over which an Unlisted Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see below).
7. If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. If, prior to the expiry of any Unlisted Option, there is a reorganisation of the issued capital of the Company, the Unlisted Options shall be reorganised in the manner set out in the Listing Rules.

SCHEDULE 5

TERMS & CONDITIONS OF UNLISTED OPTIONS

1. The Unlisted Options held by the Unlisted Option-holders are exercisable in whole or in part during the period commencing on and from the date of issue and expiring 5.00pm (AWST) on 31 December 2018 ("Exercise Period"). Unlisted Options not exercised before the expiry of the Exercise Period will lapse.
2. Unlisted Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price of \$0.60 per Unlisted Option in cleared funds. All Shares issued on exercise of the Unlisted Options will rank equally in all respects with the Company's then existing Shares other than any escrow imposed by ASX.
3. Unlisted Options are transferable after the expiry of 12 months from the date of issue subject to any longer escrow period that ASX may impose.
4. The Company will not apply for official quotation on the ASX of the Unlisted Options; however application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of Unlisted Options not later than ten (10) business days after the date of issue.
5. Holders of Unlisted Options and may only participate in new issues of securities as Shareholders if an Unlisted Option has been exercised and a Share has been issued in respect of the Unlisted Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Unlisted Option as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.
6. There will be no change to the exercise price of an Unlisted Option or the number of Shares over which an Unlisted Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see below).
7. If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. If, prior to the expiry of any Unlisted Option, there is a reorganisation of the issued capital of the Company, the Unlisted Options shall be reorganised in the manner set out in the Listing Rules.

SCHEDULE 6

NOMINATION OF AUDITOR

19 October 2015

The Directors
Yonder and Beyond Group Limited
Suite 12, Level 1
11 Ventnor Avenue
WEST PERTH WA 6005

Dear Sirs

NOMINATION OF AUDITOR

In accordance with the provisions of Section 328B of the Corporations Act, I, John Bell, being a member of Yonder and Beyond Group Limited, hereby nominate Bentleys Audit & Corporate (WA) Pty Ltd for appointment as auditor of the Company.

Yours faithfully



John Bell

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of Yonder and Beyond Group Limited.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Yonder and Beyond Group Limited (ACN 149 278 759).

Constitution means Yonder and Beyond Group Limited constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of Yonder and Beyond Group Limited.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Annual General Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2015.

Resolutions means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of Yonder and Beyond Group Limited.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

APPOINTMENT OF PROXY
YONDER AND BEYOND GROUP LIMITED
ACN 149 278 759

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 1:00pm WST on 27 November 2015 at Suite 12, Level 1, 11 Ventnor Avenue, West Perth WA 6005, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote other than Resolution 1 where, if entitled to vote, the Chair intends to vote against.

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Mr Jay Stephenson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director – Mr John Bell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Prior Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Prior Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1(except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>

Sole Director/Company Secretary Director Director/Company Secretary

Date: _____

Contact name: _____ Contact ph (daytime): _____

E-mail address: _____ Consent for contact by e-mail: YES NO

YONDER AND BEYOND GROUP LIMITED

ACN 149 278 759

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
- **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
- (a) post to the Company, PO Box 52, West Perth, WA, 6872; or
 - (b) facsimile to the Company on facsimile number +61 86141 3599,
- so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.